

EXHIBIT F

**Griffin Gaming Partners II, L.P.
Griffin Gaming Partners II Side Fund, L.P.
1501 Colorado, Ste B
Santa Monica, CA 90404**

Neon Machine, Inc.
Attn: Mark Long, CEO

September 14, 2023

Re: SAFE Conversion

Dear Mark:

We refer to the simple agreements for future equity dated September 29, 2021 issued by Neon Machine, Inc., a Delaware corporation (the “**Company**”) to each of Griffin Gaming Partners II, L.P. and Griffin Gaming Partners II Side Fund, L.P. (collectively, “**Griffin**”) in the collective amount of \$5,000,000 (each, a “**SAFE**” and collectively, the “**2021 SAFEs**”) and those simple agreements for future equity dated February 16, 2023 issued by the Company to Griffin in the collective amount of \$4,347,826 (together with the 2021 SAFEs, the “**SAFES**”).

Pursuant to Section 1(a) of each of the SAFEs,

“If, by the date that is sixty (60) days after Network Launch, (i) this instrument has not terminated and (ii) no Qualified Financing has occurred, then, at 8:00 a.m. PT on the date that is sixty-one (61) days after Network Launch, this instrument will automatically convert into that number of shares of a newly created series of the Company’s preferred stock, on the terms and conditions set forth on **EXHIBIT A**, equal to the Purchase Amount divided by the Liquidity Price (an “**Automatic Conversion**”).”

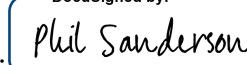
The Network Launch, as defined in the SAFEs, occurred on or about April 29, 2023. Moreover, no Qualified Financing (as defined in the SAFEs) of the Company has yet occurred, and more than 61 days have elapsed since the Network Launch. Accordingly, the SAFEs have automatically converted to preferred stock of the Company pursuant to the term of the SAFEs.

Griffin hereby demands that the Company take all necessary corporate action to honor its contractual obligation to issue preferred shares of the Company’s preferred stock to Griffin, in accordance with SAFEs. Griffin reserves all rights.

Very truly yours,

GRIFFIN GAMING PARTNERS II, L.P.

By: GGP GP II, LLC, Its General Partner

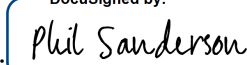
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Name: Philip Sanderson

Title: Managing Director

**GRIFFIN GAMING PARTNERS II SIDE
FUND, L.P.**

By: GGP GP II, LLC, Its General Partner

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Name: Philip Sanderson

Title: Managing Director